



First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
Fax 847 318-7588

RECORDATION NO. 21228-B FILED

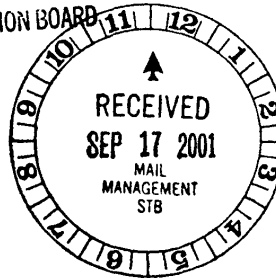
SEP 18 '01 10:58 AM

VIA UPS NEXT DAY AIR

September 14, 2001

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 8, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 21228.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Arkansas, Louisiana and Mississippi
Railroad Company
128 Main Street
Crossett, AR 71635

A description of the railroad equipment covered by the enclosed document is eighteen (18) 100 ton all door boxcars with car numbers ADN 4815-4912, non-inclusive.

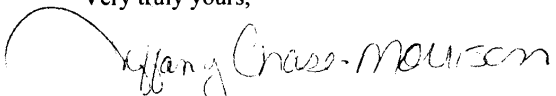
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Arkansas, Louisiana & Mississippi Railroad Company, Lessee, covering 18 100 ton all door boxcars with car numbers ADN 4815-4912, non-inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(ALM011)

ASSGN. NO.: ALM011

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th day of August, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Arkansas Louisiana and Mississippi Railroad Company ("Lessee"), an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 14, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
By: [Signature]
Name: K. A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION Executed on this 8th day of Aug., 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

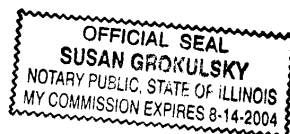
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of August, 2001.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 21228-B FILED

SEP 18 '01 10-58 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

ARKANSAS LOUISIANA AND MISSISSIPPI RAILROAD COMPANY

By: [Signature]

Name: L. B. Coffey

Title: General Manager

ATTEST:

By: [Signature]

Name: Merkia L. Key

Title: Sr. Admin. Asst.

Executed on this 1 day of Aug, 2001.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Ashley

I, Pamela Kay McKinley, a Notary Public of the County and State aforesaid, certify that L. B. Coffey personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of August, 2001.

[Signature]
Notary Public

Commission Expires:

12-15-2004
(Notary Public)

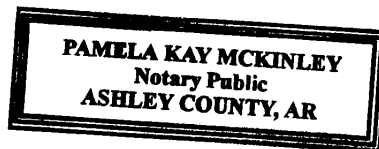


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighteen (18)

DESCRIPTION OF CARS: 100-ton all door boxcars

CAR NUMBERS: See below

ADN	4815
ADN	4817
ADN	4819
ADN	4821
ADN	4822
ADN	4824
ADN	4803
ADN	4804
ADN	4809
ADN	4900
ADN	4901
ADN	4904
ADN	4905
ADN	4907
ADN	4908
ADN	4909
ADN	4910
ADN	4912
total: 18	